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**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW JERSEY**

IMMUNOMEDICS, INC.,

Plaintiff,

v.

ROGER WILLIAMS MEDICAL CENTER, RICHARD P. JUNGHANS, M.D., Ph.D., STEVEN C. KATZ, M.D., BDL PRODUCTS, INC., CARGENIX HOLDINGS LLC, TNK THERAPEUTICS, INC., and SORRENTO THERAPEUTICS, INC.

Defendants.

Civil Action No. 15-4526 (JLL)(SCM)

Document electronically filed

**DECLARATION OF GEORGE NG,
ESQ. IN SUPPORT OF
SORRENTO, TNK, BDL AND
CARGENIX'S MOTION TO
DISMISS FOR LACK OF
PERSONAL JURISDICTION**

I, George Ng, being duly sworn, depose and state as follows:

1. I am Executive Vice President, Chief Administrative Officer, and Chief Legal Officer for Sorrento Therapeutics, Inc. (“Sorrento”). I am also Corporate Secretary for TNK Therapeutics, Inc. (“TNK”). I am an attorney and am licensed to practice law in California and New Jersey.
2. Sorrento is an antibody-centric, clinical stage biopharmaceutical company focused on the discovery and development of safe and effective immunotherapies for oncology and autoimmune/inflammation diseases.
3. Sorrento was incorporated in 2006 under the laws of the State of Delaware. Sorrento’s corporate office and principal place of business is located in San Diego, California.
4. TNK is a subsidiary of Sorrento focused on developing CAR.TNKs (Chimeric Antigen Receptor Tumor-attacking Natural Killer cells) as well as other complementary cellular and immunotherapies targeting both solid tumors and hematological malignancies.
5. TNK was incorporated in 2015 under the laws of the State of Delaware. TNK’s corporate office and principal place of business is located in San Diego, California.
6. In August of 2015, Sorrento and TNK entered into purchase agreements with BDL Products, Inc. (“BDL”) and CARgenix Holdings LLC

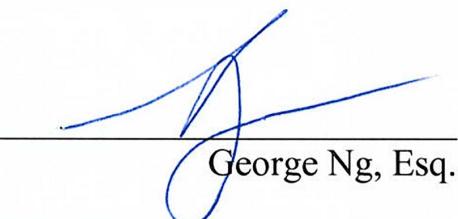
(“CARgenix”) under which BDL and CARgenix became wholly owned subsidiaries of TNK.

7. The purchase agreements for BDL and CARgenix were negotiated and signed in California, Rhode Island, and Massachusetts. All relevant conversations, decisions, and acts that led up to the purchase of BDL and CARgenix by Sorrento and TNK took place among board members in California, Massachusetts, and Rhode Island. The purchase agreements contain provisions specifying California as governing law.
8. BDL was incorporated in 2015 under the laws of the State of Delaware.
9. CARgenix was incorporated in 2014 under the laws of the State of Rhode Island.
10. BDL and CARgenix are not presently operating entities. BDL and CARgenix have no facilities and no current employees. After Sorrento and TNK’s purchase of BDL and CARgenix, all of the corporate records of BDL and CARgenix were transferred to California.
11. Sorrento, TNK, BDL, and CARgenix do not rent or own property in New Jersey or pay taxes in New Jersey.
12. Sorrento, TNK, BDL, and CARgenix do not have service agents in New Jersey or licenses to conduct business in New Jersey.

13. Sorrento, TNK, BDL, and CARgenix are biopharmaceutical research and development companies with investigative products that are still in the research pipeline and do not currently have products on the market. Sorrento, TNK, BDL, and CARgenix do not distribute or sell any products to any person or entity in New Jersey.

Wherefore, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge.

Executed this 2nd day of December,



George Ng, Esq.